

EXHIBIT 2
COMPLAINT IN CENTRIA V. GATES, MOORE, AND
PAWLAK, DECEMBER 20, 2017

This case has been designated as an eFiling case. To review a copy of the Notice of Mandatory eFiling visit www.oakgov.com/clerkrod/Pages/efiling.

STATE OF MICHIGAN

IN THE CIRCUIT COURT FOR THE COUNTY OF OAKLAND

SCOTT BARRY, an individual, CHRIS
WILCOX, an individual, RICHARD
LOEWENSTEIN, an
individual, ALICIA KIDWELL, an individual,
KYLE KIDWELL, an individual, JEFFREY
STEIGERWALD, an individual, DARREN
SCHWARTZ, an individual, and CENTRIA
HEALTHCARE, a Michigan limited liability
company,

2017-162709-CZ

Case No: 17- -CZ

Hon. JUDGE DANIEL P. O'BRIEN

Plaintiffs,

v

VANESSA PAWLAK, CURTIS MOORE,
SAMANTHA GATES f/k/a Samantha
Patterson, individuals, and JOHN DOES 1-10,
individuals,

Defendants.

Ethan R. Holtz (P71884)
Katherine A. Stefanou (P80830)
JAFKE, RAITT, HEUER, & WEISS, P.C.
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*There is no other pending or resolved civil action arising out
of the transaction or occurrence alleged in this Complaint.*

COMPLAINT

Plaintiffs Scott Barry ("Barry"), Chris Wilcox ("Wilcox"), Richard Loewenstein ("Loewenstein"), Alicia Kidwell, Kyle Kidwell, Jeffrey Steigerwald ("Steigerwald"), Darren Schwartz ("Schwartz") and Centria Healthcare ("Centria") (collectively, "Plaintiffs"):

Parties, Jurisdiction and Venue

1. Barry is a Michigan resident and is the Chief Executive Officer of Centria.
2. Wilcox is a Michigan resident and is the President of Centria.
3. Loewenstein is a Michigan resident and is the Chief Strategy and Growth Officer of Centria.
4. Alicia Kidwell is a Michigan resident and Vice President of Autism Service at Centria.
5. Kyle Kidwell is a Michigan resident and Director of Operational Performance at Centria.
6. Steigerwald is a Michigan resident and Vice President of Operations and Client Services at Centria.
7. Schwartz is a resident of Illinois and is the Chief Sales Officer at Centria.
8. Centria is a Michigan limited liability company with its headquarters located at 41621 W. 11 Mile Road, Novi, MI 48375.
9. Defendant Pawlak resides in Oakland County. Pawlak served as the Chief Compliance Officer (“CCO”) of Centria between November 2016 and February 2017.
10. Defendant Moore resides in Oakland County. Moore was employed by Centria as a senior sales executive between August 2015 and May 2017.
11. Upon information and belief, Defendant Gates, f/k/a Samantha Patterson is a resident of Georgia. Gates was employed by Centria as University Relations Specialist between March 2016 and August 2017. While employed by Centria, Gates was known as Samantha Patterson.

12. Upon information and belief, Defendant Does are Michigan residents, who regularly conduct business in Oakland County and are former employees of Centria.

13. The amount in controversy exceeds the sum of \$25,000.00, exclusive of interest and costs. Jurisdiction and venue are otherwise proper in this Court.

General Allegations

14. Centria is a for-profit company that provides home health care solutions in the entire state of Michigan, including catastrophic injury care, applied behavior analysis for children with autism, private duty nursing services, senior care services and Alzheimer and dementia care services, and other related services.

15. Due to the nature of Centria's business, whose fees are largely paid for by insurers and/or Medicare/Medicaid, Centria is subject to stringent compliance standards and is audited regularly.

16. On or about November 28, 2016, Pawlak was hired as Centria's CCO at a starting salary in excess of \$225,000 per year.

17. As CCO, Pawlak was given access to high-level sensitive information not generally accessible to Centria's employees or the public.

18. Included among that information, Pawlak maintained a compliance log (the "Log"), which contained information consisting of sensitive company, employee and client information.

19. Pawlak maintained the Log and other Centria employees did not have access to it.

20. In February 2017, Centria terminated Pawlak for improperly sending the confidential Log to her personal email account.

21. About five months after Pawlak's termination, beginning in approximately July 2017 and continuing for several months thereafter, certain of Centria's current and prospective customers and referral sources received a document with the caption "Law Enforcement Summary" printed on the top (the "Letter").

22. Specifically, on or about July 26, 2017, Centria first received notice that the Letter had been sent to NorthCare Network and Hiawatha Behavioral Health.

23. The Letter includes numerous defamatory statements concerning Centria's business practices and about the conduct of certain of its executive employees, including Plaintiffs' attorneys and investors.

24. The Letter, among other things, falsely states that Plaintiffs:

- "are breaking federal and state laws and engaging in criminal conduct";
- are engaged in conduct that is "harmful to hundreds of patients, their families, and particularly harmful to children ages 2-21 receiving autism therapy through Applied Behavioral Analysis (ABA) services";
- are engaged in "criminal and civil wrongdoings, such as but not limited to: Racketeering, Billing Fraud, Clinical Workforce Qualifications, Provider Credentialing, Workforce Documentation, Unqualified Labor, Employment of Excluded Clinicians and/or other Felony Convicts, Employee Terminations, HIPAA Privacy & Security, Administration of Drugs, Physical Safety of Centers, Audit Wrongdoing, Ethical and Quality of Care offenses";
- are "engaged in a racketeering scheme specifically designed to diagnose children with autism who do not have autism or do not have autism to the level of diagnosis included on their ADOS [autism diagnostic observation schedule]."
- are "diagnosing and rendering for the same patient, self-referring";
- "forge parent signatures on care contracts or otherwise sign off as the child's parent in the system for those parents who exhibit broken English and are uncertain of the services Centria is pressing on their family";
- are "falsifying reports to these insurers saying that Centria is appropriately background checking their workforce, when in fact they are not";

- are aware that “[m]any clinicians are operating without DHHS [Department of Health and Human Services] clearances, which are not collected or followed up on, or simply not submitted to the state at all”;
- are aware that “[e]mployee files and medical records are mixed in the same file cabinets in unsecured rooms, locations, and often in the backseat of employee cards, their trunks, and homes”;
- are somehow involved in allegations about the “[t]he brand new Chief Compliance Officer, who only worked for Centria for about two months last winter, ‘disappeared’ one day and no one saw or heard from her again. The same thing happened with the Chief Financial Officer, whose company vehicle was later found in Toronto. He was with Centria for about one year. Recently the Senior Sales Executive was forced out for raising too many questions, who also went to Wayne Mental Health Authority, former COO and the current controller”;
- “forged the person’s name on the papers and later brought those documents into court in an attempt to hold the terminated worker accountable to standards the person never agreed to. In one such case Centria allege [sic] forged the signature of a terminated Senior Sales Executive and of the countersigning HR manager”;
- are aware that “Centria has been billing for an LPN to render care, even though she is only qualified to be a care giver because she does not have any formal education”;
- “have sought to run a Medicaid fraud scheme in the state of Michigan”;
- are aware that “it is widely known and everybody complains that all employee records in the system are accessible to everyone at corporate, regardless of rank or level”;
- are “complicit with these criminal and civil wrongdoings. The shame in all of this is that the medically needy and economically challenged victims are being taken advantage of daily for illegal profits and gains in the millions.”

25. Each of the statements cited in the Letter are false and were known to be false when printed.

26. Over the course of the Summer and Fall of 2017, the Letter continued to be sent to a number of Centria clients and referral sources, including, but not limited to: the Autism Alliance of Michigan, NorthCare Network, Southeast PIHP, Hiawatha Behavioral Health, Kent County Community Mental Health Authority, Detroit Wayne Mental Health Authority, Saginaw

Community Mental Health, Easter Seals, Optum Genex, Macomb Oakland Regional Center Inc., Berrien Mental Health Authority County / Riverwood Center, Oakland Community Health Network, Macomb County Community Mental Health, Lakeshore Regional Partners, Bay-Arenac Behavioral Health Authority, and Behavioral Health Professionals, Inc.

27. Recently, Centria has obtained both documentary and testimonial evidence that confirms that, subsequent to their terminations of employment with Centria, Pawlak, Moore, Gates and possibly Does, participated and conspired in the drafting of the Letter and publishing the Letter to Centria's current and prospective clients and referral sources.

28. In recent sworn testimony, Moore admitted that Pawlak "compiled" the list of items in the Letter (*see* ¶24 above) and then provided him and Gates with a copy of a document at some point in May 2017.

29. According to Moore, Pawlak had been "privy" to the information contained in the Letter and it would have been within her "purview to understand" the issues in her role as Centria's CCO.

30. Indeed, Moore testified that Pawlak "produced the document, we followed the document" -- referencing the Letter.

31. According to Moore, he, Pawlak and Gates discussed and revised the Letter, and then worked together to disseminate the Letter to certain entities and individuals.

32. Specifically, Moore testified that Pawlak created a list of the agencies, entities and/or individuals to which he, Pawlak and Gates planned to distribute the Letter to and each of them were tasked with disseminating the Letter to certain of Centria's current or prospective customers and/or referral sources.

33. Moore, Pawlak and Gates then did in fact work in concert to send the Letter by regular mail to the agencies, entities and/or individuals on the list created by Pawlak.

Count I – Defamation Per Se against All Defendants

34. Plaintiffs restate and incorporate the foregoing allegations as if fully restated herein.

35. The statements made by Defendants in the Letter, listed above in ¶24, are false and were known to be false when written.

36. Defendants published false and defamatory statements regarding Plaintiffs by sending the Letter to, among others, current and prospective clients, as well as referral sources of Centria, including, but not limited to but not limited to: the Autism Alliance of Michigan, NorthCare Network, Southeast PIHP, Hiawatha Behavioral Health, Kent County Community Mental Health Authority, Detroit Wayne Mental Health Authority, Saginaw Community Mental Health, Easter Seals, Optum Genex, Macomb Oakland Regional Center Inc., Berrien Mental Health Authority County / Riverwood Center, Oakland Community Health Network, Macomb County Community Mental Health, Lakeshore Regional Partners, Bay-Arenac Behavioral Health Authority, and Behavioral Health Professionals, Inc.

37. Defendants published the Letter with knowledge of the falsity of the statements identified in ¶24 above or in reckless disregard of their truth or falsity.

38. Defendants' statements in the Letter referenced in ¶24 above are defamatory per se because they impute a criminal offense and dishonest activity in the performance of business to Plaintiffs.

39. Defendants' defamatory statements have prejudiced Plaintiffs in the conduct of their business and deterred others from dealing with them, irreparably harming good will and reputation.

40. On or about November 22, 2017, Plaintiffs sent Pawlak a letter demanding a retraction of the false statements in the Letter and Pawlak has since refused to retract them. Ex. A.

41. On or about December 5, 2017, Plaintiffs sent Moore a letter demanding a retraction of the false statements in the Letter and Moore has since refused to retract them. Ex. B.

42. On or about December 5, 2017, Plaintiffs sent Gates a letter demanding a retraction of the false statements in the Letter and Gates has since refused to retract them. Ex. C.

43. Defendants' actions were willful and wanton.

44. As a direct and proximate result of Defendants' wrongful conduct, Plaintiffs have suffered substantial economic injury and loss, harm to reputation, and loss of esteem and standing in the community and have been damaged in an amount to be determined at trial, but believed to be in excess of \$25,000.00.

Count II – Conspiracy against All Defendants

45. Plaintiffs restate and incorporate the foregoing allegations as if fully restated herein.

46. Defendants maliciously, unlawfully, and wrongfully conspired together to produce the Letter and distribute it to, among others, Centria's current and prospective customers and/or referral sources.

47. Specifically, Defendants each participated in editing the Letter and in distributing it to, among others, Centria's current and prospective customers, referral sources, and regulatory and law enforcement agencies.

48. The Letter is defamatory and distributing it is an actionable tort.

49. As a result, Plaintiffs have suffered significant damage to their business and reputation.

50. Defendants are jointly and severally liable to Plaintiffs for all damages suffered.

51. As a result of the above described conduct, Plaintiffs have been damaged in an amount in excess of \$25,000.00, exclusive of interest, costs and attorneys' fees.

52. As a further result of Defendants' tortious conduct, Plaintiffs have sustained and will continue to sustain irreparable harm to their business, reputations and goodwill and injunctive relief prohibiting further publication of the Letter is necessary and appropriate to prevent further irreparable damage to Plaintiffs.

Count III – Tortious Interference With Business Expectancy Against All Defendants

53. Plaintiffs restate and incorporate the preceding paragraphs as though fully stated herein.

54. Defendants are former employees of Plaintiff Centria.

55. Accordingly, Defendants know the importance of Centria's reputation, along with the reputation of its executives (individual Plaintiffs in this action), in the conduct of its business.

56. Defendants also know the importance of Centria's regulatory compliance and that it would be disruptive to Centria's operations if regulatory or law enforcement agencies were provided with false and damaging statements regarding Centria's business.

57. Defendants engaged in conduct designed to interfere and cause damage to the conduct of Centria's business.

58. Specifically, Defendants conspired to prepare the Letter, which contained false and defamatory statements about Plaintiffs.

59. Defendants then coordinated to disseminate the Letter to, among others, Centria's current and prospective customers, referral sources, and regulatory and law enforcement agencies.

60. Defendants' above actions were taken and meant solely to injure Centria's business and employed "wrongful means" by use of defamatory statements.

61. As a direct and proximate result of Defendants' wrongful conduct, Plaintiffs have suffered substantial economic injury, loss of goodwill, harm to Plaintiffs' business reputations, loss of esteem and standing in the community, and loss of business opportunities, resulting in damages of more than \$25,000.00, exclusive of interests, costs, and attorneys' fees.

62. As a further result of Defendants' tortious conduct, Plaintiffs have sustained and will continue to sustain irreparable harm to their business, reputations and goodwill and injunctive relief prohibiting further publication of the Letter is necessary and appropriate to prevent further irreparable damage to Plaintiffs.

Count IV - False Light Invasion of Privacy

63. Plaintiffs restate and incorporate the preceding paragraphs as though fully stated herein.

64. The Letter identifies the Plaintiffs particularly.

65. The Letter makes statements concerning the Plaintiffs that are unreasonable, highly objectionable and are highly offensive to a reasonable person.

66. The Letter makes statements about the Plaintiffs that are false.

67. The Defendants published the Letter to a large number of people.

68. The Defendants published the Letter with the actual intent to harm Plaintiffs, their businesses and their reputations.

69. Defendants' actions were willful and wanton.

WHEREFORE, Plaintiffs respectfully request, and are entitled to, judgment in their favor awarding them a permanent injunction prohibiting further distribution of the Letter, damages in an amount to be determined, in excess of \$25,000.00, plus exemplary damages, costs and attorneys' fees and any other relief the Court deems just and necessary under the circumstances.

Dated: December 20, 2017

Respectfully submitted,
By: /s/ Ethan R. Holtz
Ethan R. Holtz (P71884)
Katherine A. Stefanou (P80830)
JAFKE, RAITT, HEUER, & WEISS, P.C.
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EXHIBIT A

FILED Received for Filing Oakland County Clerk 12/20/2017 4:16 PM



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Ethan R. Holtz
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248.727.1388

November 22, 2017

**VIA FEDERAL EXPRESS AND
U.S. FIRST CLASS MAIL**

Ms. Vanessa Pawlak
24476 Ravine Drive
South Lyon, MI 48178

Dear Ms. Pawlak:

My firm is counsel to Centria Healthcare ("Centria"). Centria has obtained evidence that you have participated in a concerted action to create and/or disseminate defamatory statements concerning Centria and its business practices to, amongst others, Centria's clients and referral sources. Centria hereby demands that you immediately cease and desist such activity and retract all such statements, in writing, within seven (7) days.

Specifically, Curtis Moore ("Moore"), a former Centria employee, has provided sworn testimony that you created and/or conspired in the creation of a written document containing the title "Law Enforcement Summary" which contains defamatory statements concerning Centria (as well as numerous of its employees and agents) that was widely distributed to Centria's current and potential customers and referral sources. Specifically, Moore testified that at some point in May 2017, you provided him with the "Law Enforcement Summary," which was then distributed to various individuals and entities by you, Mr. Moore and Samantha Patterson, another former Centria employee.

Moore also testified that you "compiled" the list of items in the Law Enforcement Summary as you were "privy" to such information and that it would have been within your "purview to understand" the issues in your role as Centria's chief compliance officer ("CCO"). Moore further testified that you "produced the document, we followed the document." We are also in possession of evidence that you, Moore and Patterson conspired to, and in fact disseminated this document to Centria's customers and referral sources.

Ms. Vanessa Pawlak
 November 22, 2017
 Page 2

The Law Enforcement Summary contains at least the following defamatory statements about Centria and many of its employees, including, but not limited to that Centria and its executives:

- “are breaking federal and state laws and engaging in criminal conduct;”
- are engaged in conduct that is “harmful to hundreds of patients, their families, and particularly harmful to children ages 2-21 receiving autism therapy through Applied Behavioral Analysis (ABA) services;”
- “employees disappearing;”
- are engaged in “criminal and civil wrongdoings, such as but not limited to: Racketeering, Billing Fraud, Clinical Workforce Qualifications, Provider Credentialing, Workforce Documentation, Unqualified Labor, Employment of Excluded Clinicians and/or other Felony Convicts, Employee Terminations, HIPAA Privacy & Security, Administration of Drugs, Physical Safety of Centers, Audit Wrongdoing, Ethical and Quality of Care offenses;”
- are “engaged in a racketeering scheme specifically designed to diagnose children with autism who do not have autism or do not have autism to the level of diagnosis included on their ADOS [autism diagnostic observation schedule].”
- are “diagnosing and rendering for the same patient, self-referring;”
- “forge parent signatures on care contracts or otherwise sign off as the child’s parent in the system for those parents who exhibit broken English and are uncertain of the services Centria is pressing on their family;”
- are “falsifying reports to these insurers saying that Centria is appropriately background checking their workforce, when in fact they are not;”
- are aware that “[m]any clinicians are operating without DHHS [Department of Health and Human Services] clearances, which are not collected or followed up on, or simply not submitted to the state at all;”
- are aware that “[e]mployee files and medical records are mixed in the same file cabinets in unsecured rooms, locations, and often in the backseat of employee cars, their trunks, and homes;”
- are somehow involved in allegations about the “[t]he brand new Chief Compliance Officer, who only worked for Centria for about two months last winter, ‘disappeared’ one day and no one saw or heard from her again. The same thing happened with the Chief Financial Officer, whose company vehicle was later found in Toronto. He was with Centria for about one year. Recently the Senior Sales Executive was forced out for raising too many questions, who also went to Wayne Mental Health Authority, former COO and the current controller;”

Ms. Vanessa Pawlak
November 22, 2017
Page 3

- “forged the person’s name on the papers and later brought those documents into court in an attempt to hold the terminated worker accountable to standards the person never agreed to. In one such case Centria allege [sic] forged the signature of a terminated Senior Sales Executive and of the countersigning HR manager;”
- are aware that “Centria has been billing for an LPN to render care, even though she is only qualified to be a care giver because she does not have any formal education”;
- “have sought to run a Medicaid fraud scheme in the state of Michigan;”
- are aware that “it is widely known and everybody complains that all employee records in the system are accessible to everyone at corporate, regardless of rank or level”;
- are “complicit with these criminal and civil wrongdoings. The shame in all of this is that the medically needy and economically challenged victims are being taken advantage of daily for illegal profits and gains in the millions.”

Each of the above statements are false and known to be false by you. Accordingly, it is hereby demanded that you immediately cease and desist from further dissemination of these statements and issue a retraction of them to each person/entity you have sent this document to within seven (7) days of the date hereof. If you fail to do so, we will proceed accordingly to protect Centria’s interests.

On another matter, it has also come to our attention that you continue to disseminate Centria’s confidential corporate information to which you had direct access while employed as Centria’s CCO. For instance, Scott Wilcox, Centria’s President, received copies of Centria’s transaction documents and due diligence reports in the mail just last week. We demand that you immediately cease all such activity and provide us with the names of each individual or entity that received copies of these materials.

This letter is without waiver of any and all of Centria’s rights and or remedies, which are hereby expressly reserved.

Sincerely,

Jaffe, Raitt, Heuer & Weiss

Professional Corporation



Ethan R. Holtz

ERH:KAS

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EXHIBIT B

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Ethan R. Holtz
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248.727.1388

December 5, 2017

**VIA FEDERAL EXPRESS AND
U.S. FIRST CLASS MAIL**

Mr. Curtis Moore
c/o John Harrington, Esq.
Law Office of John Harrington
30500 Van Dyke Avenue, Suite 200
Warren, MI 48093

Dear Mr. Moore:

My firm is counsel to Centria Healthcare ("Centria") and we are aware that you are counsel to Mr. Moore in several matters. Centria has obtained evidence that Mr. Moore has participated in a concerted action to create and/or disseminate defamatory statements concerning Centria and several of its executives and agents, concerning Centria's business practices to, amongst others, Centria's clients and referral sources. Centria hereby demands that Mr. Moore immediately cease and desist such activity and retract all such statements, in writing, within seven (7) days.

Specifically, Mr. Moore provided sworn testimony that he conspired in the creation of a written document containing the title "Law Enforcement Summary" which contains defamatory statements concerning Centria (as well as numerous of its employees and agents) that was widely distributed to Centria's current and potential customers and referral sources. As Mr. Moore testified, Vanessa Pawlak, a former Centria employee, provided him and Samantha Gates (f/k/a Samantha Patterson), another former Centria employee, with the Law Enforcement Summary at some point in May 2017, which he, Ms. Pawlak and Ms. Gates then distributed to various individuals and entities, including Centria's customers and referral sources.

Mr. Curtis Moore
 December 5, 2017
 Page 2

The Law Enforcement Summary contains at least the following defamatory statements about Centria and many of its employees, including, but not limited to that Centria and its executives:

- “are breaking federal and state laws and engaging in criminal conduct;”
- are engaged in conduct that is “harmful to hundreds of patients, their families, and particularly harmful to children ages 2-21 receiving autism therapy through Applied Behavioral Analysis (ABA) services;”
- “employees disappearing;”
- are engaged in “criminal and civil wrongdoings, such as but not limited to: Racketeering, Billing Fraud, Clinical Workforce Qualifications, Provider Credentialing, Workforce Documentation, Unqualified Labor, Employment of Excluded Clinicians and/or other Felony Convicts, Employee Terminations, HIPAA Privacy & Security, Administration of Drugs, Physical Safety of Centers, Audit Wrongdoing, Ethical and Quality of Care offenses;”
- are “engaged in a racketeering scheme specifically designed to diagnose children with autism who do not have autism or do not have autism to the level of diagnosis included on their ADOS [autism diagnostic observation schedule].”
- are “diagnosing and rendering for the same patient, self-referring;”
- “forge parent signatures on care contracts or otherwise sign off as the child’s parent in the system for those parents who exhibit broken English and are uncertain of the services Centria is pressing on their family;”
- are “falsifying reports to these insurers saying that Centria is appropriately background checking their workforce, when in fact they are not;”
- are aware that “[m]any clinicians are operating without DHHS [Department of Health and Human Services] clearances, which are not collected or followed up on, or simply not submitted to the state at all;”
- are aware that “[e]mployee files and medical records are mixed in the same file cabinets in unsecured rooms, locations, and often in the backseat of employee cars, their trunks, and homes;”
- are somehow involved in allegations about the “[t]he brand new Chief Compliance Officer, who only worked for Centria for about two months last winter, ‘disappeared’ one day and no one saw or heard from her again. The same thing happened with the Chief Financial Officer, whose company vehicle was later found in Toronto. He was with Centria for about one year. Recently the Senior Sales Executive was forced out for raising too many questions, who also went to Wayne Mental Health Authority, former COO and the current controller;”

Mr. Curtis Moore
December 5, 2017
Page 3

- “forged the person’s name on the papers and later brought those documents into court in an attempt to hold the terminated worker accountable to standards the person never agreed to. In one such case Centria allege [sic] forged the signature of a terminated Senior Sales Executive and of the countersigning HR manager;”
- are aware that “Centria has been billing for an LPN to render care, even though she is only qualified to be a care giver because she does not have any formal education”;
- “have sought to run a Medicaid fraud scheme in the state of Michigan;”
- are aware that “it is widely known and everybody complains that all employee records in the system are accessible to everyone at corporate, regardless of rank or level”;
- are “complicit with these criminal and civil wrongdoings. The shame in all of this is that the medically needy and economically challenged victims are being taken advantage of daily for illegal profits and gains in the millions.”

Each of the above statements are false and known to be false by Mr. Moore. Accordingly, it is hereby demanded that Moore immediately cease and desist from further dissemination of these statements and issue a retraction of them to each person/entity he has sent this document to within seven (7) days of the date hereof. If Mr. Moore fails to do so, we will proceed accordingly to protect Centria’s interests.

This letter is without waiver of any and all of Centria’s rights and or remedies, which are hereby expressly reserved.

Sincerely,

Jaffe, Raitt, Heuer & Weiss
Professional Corporation

Ethan Holtz (e)

Ethan R. Holtz

ERH:KAS

EXHIBIT C

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December 5, 2017

**VIA FEDERAL EXPRESS AND
U.S. FIRST CLASS MAIL**

Ms. Samantha Gates
2117 Powers Ferry Road SE
Marietta, GA 30067

Dear Ms. Gates:

My firm is counsel to Centria Healthcare ("Centria"). Centria has obtained evidence that you have participated in a concerted action to create and/or disseminate defamatory statements concerning Centria and several of its executive and/or agents concerning Centria's business practices to, amongst others, Centria's clients and referral sources. Centria hereby demands that you immediately cease and desist such activity and retract all such statements, in writing, within seven (7) days.

Specifically, Curtis Moore, a former Centria employee, has provided sworn testimony that you conspired in the creation of a written document containing the title "Law Enforcement Summary" which contains defamatory statements concerning Centria (as well as numerous of its employees and agents) that was widely distributed to Centria's current and potential customers and referral sources. Moore testified that at some point in May 2017, you and he were provided with the "Law Enforcement Summary," by Vanessa Pawlak, another former Centria employee, which you, Mr. Moore and Ms. Pawlak then distributed to various individuals and entities, including Centria's customers and referral sources.

The Law Enforcement Summary contains at least the following defamatory statements about Centria and many of its employees, including, but not limited to that Centria and its executives:

- "are breaking federal and state laws and engaging in criminal conduct;"
- are engaged in conduct that is "harmful to hundreds of patients, their families, and particularly harmful to children ages 2-21 receiving autism therapy through Applied Behavioral Analysis (ABA) services;"

Ms. Samantha Gates

December 5, 2017

Page 2

- “employees disappearing;”
- are engaged in “criminal and civil wrongdoings, such as but not limited to: Racketeering, Billing Fraud, Clinical Workforce Qualifications, Provider Credentialing, Workforce Documentation, Unqualified Labor, Employment of Excluded Clinicians and/or other Felony Convicts, Employee Terminations, HIPAA Privacy & Security, Administration of Drugs, Physical Safety of Centers, Audit Wrongdoing, Ethical and Quality of Care offenses;”
- are “engaged in a racketeering scheme specifically designed to diagnose children with autism who do not have autism or do not have autism to the level of diagnosis included on their ADOS [autism diagnostic observation schedule].”
- are “diagnosing and rendering for the same patient, self-referring;”
- “forge parent signatures on care contracts or otherwise sign off as the child’s parent in the system for those parents who exhibit broken English and are uncertain of the services Centria is pressing on their family;”
- are “falsifying reports to these insurers saying that Centria is appropriately background checking their workforce, when in fact they are not;”
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- are aware that “[e]mployee files and medical records are mixed in the same file cabinets in unsecured rooms, locations, and often in the backseat of employee cars, their trunks, and homes;”
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- “forged the person’s name on the papers and later brought those documents into court in an attempt to hold the terminated worker accountable to standards the person never agreed to. In one such case Centria allege [sic] forged the signature of a terminated Senior Sales Executive and of the countersigning HR manager;”
- are aware that “Centria has been billing for an LPN to render care, even though she is only qualified to be a care giver because she does not have any formal education”;

Ms. Samantha Gates
December 5, 2017
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- “have sought to run a Medicaid fraud scheme in the state of Michigan;”
- are aware that “it is widely known and everybody complains that all employee records in the system are accessible to everyone at corporate, regardless of rank or level”;
- are “complicit with these criminal and civil wrongdoings. The shame in all of this is that the medically needy and economically challenged victims are being taken advantage of daily for illegal profits and gains in the millions.”

Each of the above statements are false and known to be false by you. Accordingly, it is hereby demanded that you immediately cease and desist from further dissemination of these statements and issue a retraction of them to each person/entity you have sent this document to within seven (7) days of the date hereof. If you fail to do so, we will proceed accordingly to protect Centria's interests.

This letter is without waiver of any and all of Centria's rights and or remedies, which are hereby expressly reserved.

Sincerely,

Jaffe, Raitt, Heuer & Weiss
Professional Corporation

Ethan Holtz (KS)

Ethan R. Holtz

ERH:KAS